

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W.R. GRACE & CO., <u>et al.</u> , ¹)	Case No. 01-1139 (JKF)
)	Jointly Administered
Debtors.)	Re: Docket No. 9061 and 8/29/05 Agenda Item 4

CERTIFICATION OF COUNSEL RE: DOCKET NO. 9061

1. On July 25, 2005, the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed the *Motion for Entry of an Order Authorizing the Debtors to Assume and Assign a Lease and Sublease for Certain Real Property in Philadelphia, PA* (the "Motion") (Docket No. 9061) with the United States Bankruptcy Court for the District of Delaware (the "Court"). Objections and responses to the Application were to be filed on or before August 12, 2005. No objections or responses to the Motion were filed. The Debtors,

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

however, did receive comments to the proposed form of order granting the Motion (the “Proposed Order”) from the Official Committee of General Unsecured Creditors (the “Creditors’ Committee”).

2. The Debtors have revised the Proposed Order to include the comments of the Creditors’ Committee, and have attached a copy hereto as Exhibit A (the “Revised Proposed Order”). The Revised Proposed Order specifies that there are no defaults arising under the primary lease or sublease and, therefore, that no defaults need to be cured. It further specifies the amount to be paid to the Debtors pursuant to the assignment. A blackline comparing the Revised Proposed Order to the Proposed Order is attached hereto as Exhibit B.

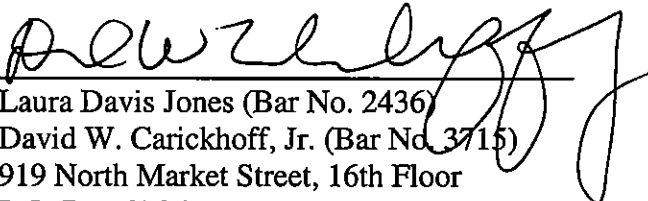
3. The Debtors respectfully request that the Court enter the Revised Proposed Order at its earliest convenience.

Dated: August 17, 2005

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